

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
SOUTHERN FOODS GROUP, <i>et al.</i> ,)	Case No. 19-36313 (DRJ)
)	
Debtors. ¹)	Jointly Administered
)	
)	

**DECLARATION AND DISCLOSURE STATEMENT OF CELESTE
YEAGER ON BEHALF OF LITTLER MENDELSON, P.C.**

Celeste Yeager, declares and says:

1. I am an attorney of Littler Mendelson, P.C., located at 2001 Ross Avenue, Suite 1500, Dallas, TX 75201 (the “**Firm**”).

2. Southern Foods Group, LLC, Dean Foods Company, and certain of their affiliates (collectively, the “**Debtors**”), each of which is a debtor and debtor in possession in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), have requested that the Firm provide services to the Debtors, and the Firm has consented to provide those services.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly’s Ice Cream Holdings Corp. (7609); Friendly’s Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah’s Pride, LLC (2858); Steve’s Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt’s Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors’ mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these Chapter 11 Cases, for persons that are claimants or other parties in interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases.

4. Neither I nor any partner or associate of the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be employed.

5. Neither I nor any partner or associate of the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any person other than partners and associates of the Firm.

6. The Debtors owe the Firm \$118,734.42 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matter described herein, the Firm will supplement the information contained in this Declaration.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Declaration was executed on January 17, 2020.



Celeste Yeager

Southern Foods Group, LLC, *et al.*
Chapter 11 Case No. 19-36313 (DRJ)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY SOUTHERN FOODS GROUP, LLC,
et al. (the “**Debtors**”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS TO:

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Attn: Brian Resnick and Steven Szanzer

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Littler Mendelson, P.C.
2001 Ross Avenue, Suite 1500
Dallas, TX 75201

Date of retention: **11/2013**

2. Brief description of services to be provided:

Legal advice and counsel regarding labor and employment issues. Handling administrative proceedings and litigation involving labor and employee claims.

3. Arrangements for compensation (hourly, contingent, etc.):

Hourly

- (a) Range of hourly rates (if applicable): **\$365.91**
- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition): **\$14,261.82**

4. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: **\$118,734.42**

Date claim arose: **05/2019 – 11/2019**

Source of claim: **Legal services**

5. Prepetition claims against any of the Debtors held individually by any of the firm's [attorneys/employees]: **N/A**

Name: _____

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Source of claim: _____

6. Stock of any of the Debtors currently held by the firm: **N/A**

Kind of shares: _____

No. of shares: _____

7. Stock of any of the Debtors currently held individually by any of the firm's [attorneys/employees]: **N/A**

Name: _____

Status: _____

Kind of shares: _____

No. of shares: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the firm is to be employed: **N/A**

9. Name of individual completing this form: **Celeste R. Yeager**